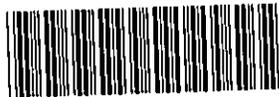
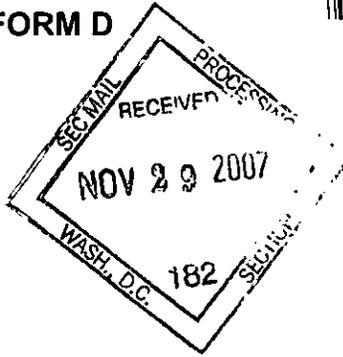


FORM D



07084290

1313842



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, and estimated average burden of 16.00 hours per response.

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with fields for Prefix, Serial, and Date Received.

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Units of Class B Membership Private Offering Filing under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Fidelis SeniorCare, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Brief Description of Business Healthcare Type of Business Organization corporation, limited partnership, already formed, other (please specify), business trust, limited partnership, to be formed

PROCESSED NOV 30 2007 THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: MONTH 11 YEAR 12 2004 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) D E

General Instructions Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Handwritten signature

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Sam Willcoxon

Business or Residence Address (Number and Street, City, State, Zip Code)

1700 East Golf Road, Suite 1115 Schaumburg Illinois 60173

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Greg Weinhoff

Business or Residence Address (Number and Street, City, State, Zip Code)

1055 Washington Blvd. Stamford Connecticut 06901

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Barbara Lubash

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4 Suite 210 Menlo Park California 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Corey Mulloy

Business or Residence Address (Number and Street, City, State, Zip Code)

92 Hayden Avenue Lexington Massachusetts 02421

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Bruce Fried

Business or Residence Address (Number and Street, City, State, Zip Code)

1301 K Street, N. W., Suite 600, East Tower Washington DC 20005

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Lance Piccolo

Business or Residence Address (Number and Street, City, State, Zip Code)

1230 Lake Libertyville Illinois 60048

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)
(continued on attachment)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
David Steffy

Business or Residence Address (Number and Street, City, State, Zip Code)

6 Cypress Point Lane Newport Beach California 92660

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Jeff Collinson

Business or Residence Address (Number and Street, City, State, Zip Code)

1055 Washington Blvd. Stamford Connecticut 06901

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Ramsay Battin

Business or Residence Address (Number and Street, City, State, Zip Code)

75 Fourteenth Street Atlanta Georgia 30309

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Arcapita Ventures I Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

75 Fourteenth Street Atlanta Georgia 30309

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
CHL Medical Partners II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

1055 Washington Blvd. Stamford Connecticut 06901

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Highland Capital Partners VI-B Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)

92 Hayden Avenue Lexington Massachusetts 02421

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

(continued on attachment)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Highland Capital Partners VI, Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)

92 Hayden Avenue Lexington Massachusetts 02421

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

CHL Medical Partners II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

1055 Washington Blvd. Stamford Connecticut 06901

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Versant Venture Capital II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 4 Suite 210 Menlo Park California 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Selznick Investments, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

17800 Newburgh, Suite 103 Livonia Michigan 48152

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wilborn Family, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

17800 Newburgh, Suite 103 Livonia Michigan 48152

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

WS Group, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

17800 Newburgh, Suite 103 Livonia Michigan 48152

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

(continued on attachment)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ 10,000

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
 N/A
 Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| [AL] <input type="checkbox"/> | [AK] <input type="checkbox"/> | [AZ] <input type="checkbox"/> | [AR] <input type="checkbox"/> | [CA] <input type="checkbox"/> | [CO] <input type="checkbox"/> | [CT] <input type="checkbox"/> | [DE] <input type="checkbox"/> | [DC] <input type="checkbox"/> | [FL] <input type="checkbox"/> | [GA] <input type="checkbox"/> | [HI] <input type="checkbox"/> | [ID] <input type="checkbox"/> |
| [IL] <input type="checkbox"/> | [IN] <input type="checkbox"/> | [IA] <input type="checkbox"/> | [KS] <input type="checkbox"/> | [KY] <input type="checkbox"/> | [LA] <input type="checkbox"/> | [ME] <input type="checkbox"/> | [MD] <input type="checkbox"/> | [MA] <input type="checkbox"/> | [MI] <input type="checkbox"/> | [MN] <input type="checkbox"/> | [MS] <input type="checkbox"/> | [MO] <input type="checkbox"/> |
| [MT] <input type="checkbox"/> | [NE] <input type="checkbox"/> | [NV] <input type="checkbox"/> | [NH] <input type="checkbox"/> | [NJ] <input type="checkbox"/> | [NM] <input type="checkbox"/> | [NY] <input type="checkbox"/> | [NC] <input type="checkbox"/> | [ND] <input type="checkbox"/> | [OH] <input type="checkbox"/> | [OK] <input type="checkbox"/> | [OR] <input type="checkbox"/> | [PA] <input type="checkbox"/> |
| [RI] <input type="checkbox"/> | [SC] <input type="checkbox"/> | [SD] <input type="checkbox"/> | [TN] <input type="checkbox"/> | [TX] <input type="checkbox"/> | [UT] <input type="checkbox"/> | [VT] <input type="checkbox"/> | [VA] <input type="checkbox"/> | [WA] <input type="checkbox"/> | [WV] <input type="checkbox"/> | [WI] <input type="checkbox"/> | [WY] <input type="checkbox"/> | [PR] <input type="checkbox"/> |

Full Name (Last name first, if individual)
 Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| [AL] <input type="checkbox"/> | [AK] <input type="checkbox"/> | [AZ] <input type="checkbox"/> | [AR] <input type="checkbox"/> | [CA] <input type="checkbox"/> | [CO] <input type="checkbox"/> | [CT] <input type="checkbox"/> | [DE] <input type="checkbox"/> | [DC] <input type="checkbox"/> | [FL] <input type="checkbox"/> | [GA] <input type="checkbox"/> | [HI] <input type="checkbox"/> | [ID] <input type="checkbox"/> |
| [IL] <input type="checkbox"/> | [IN] <input type="checkbox"/> | [IA] <input type="checkbox"/> | [KS] <input type="checkbox"/> | [KY] <input type="checkbox"/> | [LA] <input type="checkbox"/> | [ME] <input type="checkbox"/> | [MD] <input type="checkbox"/> | [MA] <input type="checkbox"/> | [MI] <input type="checkbox"/> | [MN] <input type="checkbox"/> | [MS] <input type="checkbox"/> | [MO] <input type="checkbox"/> |
| [MT] <input type="checkbox"/> | [NE] <input type="checkbox"/> | [NV] <input type="checkbox"/> | [NH] <input type="checkbox"/> | [NJ] <input type="checkbox"/> | [NM] <input type="checkbox"/> | [NY] <input type="checkbox"/> | [NC] <input type="checkbox"/> | [ND] <input type="checkbox"/> | [OH] <input type="checkbox"/> | [OK] <input type="checkbox"/> | [OR] <input type="checkbox"/> | [PA] <input type="checkbox"/> |
| [RI] <input type="checkbox"/> | [SC] <input type="checkbox"/> | [SD] <input type="checkbox"/> | [TN] <input type="checkbox"/> | [TX] <input type="checkbox"/> | [UT] <input type="checkbox"/> | [VT] <input type="checkbox"/> | [VA] <input type="checkbox"/> | [WA] <input type="checkbox"/> | [WV] <input type="checkbox"/> | [WI] <input type="checkbox"/> | [WY] <input type="checkbox"/> | [PR] <input type="checkbox"/> |

Full Name (Last name first, if individual)
 Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| [AL] <input type="checkbox"/> | [AK] <input type="checkbox"/> | [AZ] <input type="checkbox"/> | [AR] <input type="checkbox"/> | [CA] <input type="checkbox"/> | [CO] <input type="checkbox"/> | [CT] <input type="checkbox"/> | [DE] <input type="checkbox"/> | [DC] <input type="checkbox"/> | [FL] <input type="checkbox"/> | [GA] <input type="checkbox"/> | [HI] <input type="checkbox"/> | [ID] <input type="checkbox"/> |
| [IL] <input type="checkbox"/> | [IN] <input type="checkbox"/> | [IA] <input type="checkbox"/> | [KS] <input type="checkbox"/> | [KY] <input type="checkbox"/> | [LA] <input type="checkbox"/> | [ME] <input type="checkbox"/> | [MD] <input type="checkbox"/> | [MA] <input type="checkbox"/> | [MI] <input type="checkbox"/> | [MN] <input type="checkbox"/> | [MS] <input type="checkbox"/> | [MO] <input type="checkbox"/> |
| [MT] <input type="checkbox"/> | [NE] <input type="checkbox"/> | [NV] <input type="checkbox"/> | [NH] <input type="checkbox"/> | [NJ] <input type="checkbox"/> | [NM] <input type="checkbox"/> | [NY] <input type="checkbox"/> | [NC] <input type="checkbox"/> | [ND] <input type="checkbox"/> | [OH] <input type="checkbox"/> | [OK] <input type="checkbox"/> | [OR] <input type="checkbox"/> | [PA] <input type="checkbox"/> |
| [RI] <input type="checkbox"/> | [SC] <input type="checkbox"/> | [SD] <input type="checkbox"/> | [TN] <input type="checkbox"/> | [TX] <input type="checkbox"/> | [UT] <input type="checkbox"/> | [VT] <input type="checkbox"/> | [VA] <input type="checkbox"/> | [WA] <input type="checkbox"/> | [WV] <input type="checkbox"/> | [WI] <input type="checkbox"/> | [WY] <input type="checkbox"/> | [PR] <input type="checkbox"/> |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|---|-----------------------------|------------------------|
| Debt | \$ _____ | \$ _____ |
| Equity.....Preferred Series C..... <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred | <u>\$20,000,001.31</u> | <u>\$20,000,001.31</u> |
| Convertible Securities (including warrants) | \$ _____ | \$ _____ |
| Partnership Interests..... | \$ _____ | \$ _____ |
| Other (Specify) | \$ _____ | \$ _____ |
| Total | \$ _____ | \$ _____ |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number of Investors | Aggregate Dollar Amount of Purchases |
|---|------------------------|--|
| Accredited Investors | <u>12</u> | <u>\$20,000,001.31</u> |
| Non-accredited Investors | _____ | \$ _____ |
| Total (for filings under Rule 504 only) | _____ | \$ _____ |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

| Type of Offering | Type of Security | Dollar Amount Sold |
|-------------------|---------------------|-----------------------|
| Rule 505..... | _____ | \$ _____ |
| Regulation A..... | _____ | \$ _____ |
| Rule 504..... | _____ | \$ _____ |
| + Total..... | _____ | \$ _____ |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | |
|---|---|
| Transfer Agent's Fees..... | <input type="checkbox"/> \$ 0 |
| Printing and Engraving Costs..... | <input type="checkbox"/> \$ 0 |
| Legal Fees..... | <input checked="" type="checkbox"/> \$ 50,000 |
| Accounting Fees..... | <input type="checkbox"/> \$ 0 |
| Engineering Fees..... | <input type="checkbox"/> \$ 0 |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/> \$ 0 |
| Other Expenses (identify): Miscellaneous including copying, mailing and travel..... | <input type="checkbox"/> \$ 0 |
| Total | <input checked="" type="checkbox"/> \$ 50,000 |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

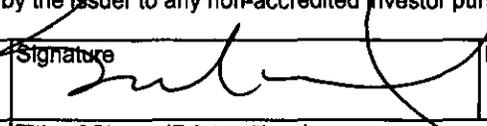
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$19,950,001.31

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b above.

| | Payments to Officers, Directors, & Affiliates | Payments To Others |
|--|--|---|
| Salaries and fees. | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Purchase of real estate. | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Purchase, rental or leasing and installation of machinery and equipment. | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Construction or leasing of plant buildings and facilities. | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Repayment of indebtedness. | <input type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> \$ 2,530,684.93 |
| Working capital. | <input type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> \$17,419,316.38 |
| Other (specify): _____ | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| _____ | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| _____ | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Column Totals. | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Total Payments Listed (column totals added) | | <input checked="" type="checkbox"/> \$17,419,316.38 |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| | | |
|--|---|------------------|
| Issuer (Print or Type) Fidelis SeniorCare, Inc. | Signature  | Date 11/16/07 |
| Name of Signer (Print or Type) Sam Willcoxon | Title of Signer (Print or Type) Chief Executive Officer, President, Secretary and Treasurer | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END
END